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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:

HUDSON HEALTHCARE, INC.,

Debtor.

Chapter 11

Case No. 11-33014 (DHS)

Honorable Donald H. Steckroth

Hearing Date: September 13, 2011

Hearing Time: 10:00 a.m.

Oral Argument Requested

NOTICE OF DEBTOR'S FIRST OMNIBUS MOTION FOR (i) AUTHORIZATION TO SELL SUBSTANTIALLY ALL OF ITS ASSETS OUTSIDE THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES, PURSUANT TO PRIVATE SALE; (ii) APPROVAL OF FORM AND CONTENT OF ASSET PURCHASE AGREEMENT BETWEEN DEBTOR AND HUMC HOLDCO, LLC AND HUMC OPCO, LLC; (iii) AUTHORIZATION TO ASSUME AND ASSIGN CERTAIN OF ITS EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (iv) AUTHORIZATION TO SELL "DESIGNATION RIGHTS" IN CONNECTION WITH CERTAIN OF ITS EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (v) AUTHORIZATION TO REJECT ALL EXECUTORY CONTRACTS AND UNEXPIRED LEASES THAT ARE NOT ASSUMED OR DESIGNATED; (vi) AUTHORIZATION TO REJECT COLLECTIVE BARGAINING AGREEMENTS; AND (vii) GRANTING OTHER AND RELATED RELIEF

PLEASE TAKE NOTICE that on **September 13, 2011 at 10:00 a.m.**, or as soon thereafter as counsel may be heard, the undersigned, proposed attorneys for Hudson Healthcare, Inc., the within chapter 11 debtor and debtor-in-possession (the "Debtor"), shall move before the Honorable Donald H. Steckroth, United States Bankruptcy Judge, at the United States Bankruptcy Court, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Third Floor, Newark, New Jersey

07102, for entry of an Order (i) Authorizing the Debtor to Sell Substantially All of its Assets Outside the Ordinary Course of its Business, Free and Clear of All Liens, Claims, Interests, and Encumbrances; (ii) Approving Form and Content of Asset Purchase Agreement Between Debtor and HUMC Holdco, LLC, and HUMC Opco, LLC; (iii) Authorizing the Debtor to Assume and Assign Certain of its Executory Contracts and Unexpired Leases; (iv) Authorizing the Debtor to Sell “Designation Rights” in Connection with Certain of its Executory Contracts and Unexpired Leases; (v) Authorizing the Debtor to Reject all Executory Contracts and Unexpired Leases that are Not Assumed or Designated; (vi) Authorizing the Debtor to Reject Collective Bargaining Agreements; and (vii) Granting Other and Related Relief (the “Motion”).

PLEASE TAKE FURTHER NOTICE that in support of the Motion, the undersigned shall rely on the accompanying Verified Application. A proposed form of Order granting the Motion is also submitted herewith.

PLEASE TAKE FURTHER NOTICE that in accordance with D.N.J. LBR 9013-2, no brief is being filed in support of this motion inasmuch as the legal principles involved are not in dispute or novel and are adequately set forth in the accompanying application.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall: (i) be in writing; (ii) state with particularity the basis of the objections; (iii) be filed with the Clerk of the United States Bankruptcy Court for the District of New Jersey, electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents, dated March 27, 2002 (the “General Order”), and the Commentary Supplementing Administrative Procedures, dated as of March 2004 (the “Supplemental Commentary”) (the General Order, Supplementary Commentary and the User’s Manual for the Bankruptcy Court), and by all other

parties in interest, and shall be served upon each of the following parties so as to be *actually received* by

September 6, 2011, at 4:00 p.m. (prevailing Eastern Time):

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PLEASE TAKE FURTHER NOTICE that unless objections are timely filed and served, the motion shall be deemed uncontested in accordance with D.N.J. LBR 9013-1(a) and the relief may be granted without a hearing.

PLEASE TAKE FURTHER NOTICE that pursuant to D.N.J. LBR 9013-1(k), in the event the motion is contested, there is a duty to confer to determine whether a consent order may be entered disposing of the Motion or to stipulate to the resolution of as many issues as possible.

PLEASE TAKE FURTHER NOTICE that the undersigned requests oral argument on the return date of the Motion.

Dated: August 23, 2011

**TRENK, DiPASQUALE, WEBSTER,
DELLA FERA & SODONO, P.C.**
Proposed Attorneys for Debtor and Debtor-in-Possession

By: /s/ Joseph J. DiPasquale
JOSEPH J. DiPASQUALE